

STATE MS.-DESOTO CO.

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PREPARED BY AND RETURN TO:
 JEFFREY P. THOFNER, ESQUIRE
 P. O. BOX 31601
 TAMPA, FLORIDA 33631-3601
 (813) 871-4264

POWER OF ATTORNEY

This POWER OF ATTORNEY is granted to Mid-State Homes, Inc., a Florida corporation ("Mid-State") and to Jim Walter Homes, Inc., a Florida corporation ("Homes"), jointly and severally, by Wilmington Trust Company, not in its individual capacity but solely as trustee, and on behalf of Mid-State Trust IX, a business trust, created pursuant to the Trust Agreement dated February 5, 2001, as amended or supplemented (the "Trust Agreement") between Wilmington Trust Company, (not in its individual capacity but solely as the owner trustee), and Mid-State (as the grantor of the trust);

WITNESSETH

WHEREAS, Mid-State Trust IX is now, and will in the future be, the holder of certain mortgages, deeds of trust, deeds to secure debt, assignment of rents and/or mortgage deeds which encumber certain real property (the "Property").

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Power of Attorney, that Mid-State Trust IX has made, constituted and appointed, and by these presents does make, constitute and appoint, Mid-State and Homes acting either jointly or acting separately, its true and lawful Attorneys-in-Fact and its Attorney-in-Fact for it and in its name, place and stead and for its use and benefit, and with full power of substitution, to execute, acknowledge, verify, swear to, deliver, record and file, in its or its assignee's name, place and stead, all deeds, agreements for deed, foreclosure deeds, mortgages, deeds of trust, deeds to secure debt, mechanics lien contracts with power of sale, cancellations of mortgages, (together with all assignments of the foregoing instruments), releases, and satisfactions of mortgages, and/or their equivalent which related to the Property, and to take all action required of Mid-State Trust IX or which may be necessary or proper in the premises with respect to the Property.

No party relying upon any instrument executed by either Mid-State or Homes pursuant to this Power of Attorney shall be required to ascertain the power or authority of either Mid-State or Homes as agents of Mid-State Trust IX to execute any such instrument or to inquire into the satisfaction of any conditions precedent to the execution of any such instrument. This Power of Attorney shall be deemed coupled with an interest and it may not be revoked unless a revocation executed by Mid-State Trust IX and Mid-State and Homes is filed and recorded in the same official records in which this Power of Attorney has been filed and recorded.

Mid-State Trust IX does hereby ratify any and all acts performed in the name of Mid-State Trust IX and any and all documents executed in the name of Mid-State Trust IX by its Attorneys-in-Fact or its Attorney-in-Fact prior to the date hereof and subsequent to February 5, 2001 and acknowledges that any and all such acts or documents were fully authorized by Mid-State Trust IX and Mid-State Trust IX will not question the sufficiency of any instrument executed by said Attorneys-in-Fact or Attorney-in-Fact pursuant to either the attached Power of Attorney or this Power of Attorney, notwithstanding that the

instrument fails to recite the consideration therefor or recites merely a nominal consideration; any person dealing with the subject matter of such instrument may do so as if full consideration therefor had been expressed herein.

IN WITNESS WHEREOF, the undersigned Mid-State Trust IX has caused these presents to be executed this 14 day of February, 2001.

Witness
Print Name: Kristin Long

MID-STATE TRUST IX

By: Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

Witness
Print Name: Tiffany A. Herman

By: Bruce L. Bisson
Name: BRUCE L. BISSON
Title: Vice President

(Corporate Seal)

ATTEST:

By: Michael G. O'Brien
Name: Michael G. O'Brien
Title: Chancery Clerk

STATE OF MISSISSIPPI
ADAMS COUNTY

I, Thomas J. O'Beirne, Chancery Clerk in and for said County and State do hereby certify that the above and foregoing instrument is a true and correct copy of original recorded in Deed Book 212 SSW 784 in the office of the Chancery Clerk, Adams County, Mississippi.

Given under my hand and seal of office this the 26 day of Feb A.D. 2001

THOMAS J. O'BEIRNE, Chancery Clerk
By: Thomas J. O'Beirne D.C.

STATE OF DELAWARE
COUNTY OF NEW CASTLE

The foregoing instrument was acknowledged before me this 14 day of February, 2001, by BRUCE L. BISSON, Vice President of Wilmington Trust Company, as Trustee for Mid-State Trust IX, under the Trust Agreement dated February 5, 2001, as amended or supplemented, acknowledged before me on this date that, being informed of the contents of this instrument, he, as such officer, and with full authority, executed the same voluntarily for and as an act of said association, acting in its capacity as aforesaid, and is personally known to me and who did not take an oath.

Notary Public: Sallie V. Peet
My Commission Expires July 12, 2002

STATE OF MISSISSIPPI
ADAMS COUNTY

I, THOMAS J. O'BEIRNE, Clerk of the Chancery Court of said County, hereby certify that the foregoing instrument of writing was filed in my office for record on the 23 day of Feb 2001 at 1:50 o'clock P. M., and duly recorded in DEED Book No. 212 Page 784.

WITNESS my hand and Seal of said Court, this 23 day of Feb 2001.

M/ Mid State Homes, Inc.
1500 NORTH DALE Mabry Hwy
Tampa, FL 33631-3601 Attn: Joan DeMaio
THOMAS J. O'BEIRNE, Clerk
Glenda O'Beirne, D.C.